

McNally Bharat Engineering Company Limited

Corporate Identity Number (CIN): L45202WB1961PLC025181

Registered Office: 4 Mangoe Lane, Kolkata- 700 001, West Bengal, India

Tel: +9133-3014 1212, Fax No: +9133 6628 2277

E-mail: mbecl@mbecl.co.in | Website: <http://www.mcnallybharat.com>

NOTICE

NOTICE is hereby given that the Fifty Sixth Annual General Meeting of the Members of McNally Bharat Engineering Company Limited will be held on Thursday, September 26, 2019, at 11:00 a.m at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700 160, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2019, and the Reports of the Directors and the Auditors thereon.
2. To consider declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended March 31, 2019:

In absence of profit for the current year (2018-19), the Board of Directors of your Company considered it prudent not to recommend any dividend on Equity Shares for the year under review. Further, in view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-convertible Redeemable Preference Shareholders, though they are entitled to receive dividend at a fixed rate of 11.50% on the Non-convertible Redeemable Preference Shares of Rs. 100/- each.

3. To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor M/s A. Bhattacharya & Associates, Cost Accountants, appointed by the Board of Directors of the Company for conducting audit of cost accounting records maintained by the Company as applicable, for the financial year 2019-20, the details of which are given in the explanatory statement in respect of this item of business annexed to the Notice convening this Meeting, be and is hereby ratified.”

By Order of the Board of Directors
For **McNally Bharat Engineering Company Limited**

Rahul Banerjee
Company Secretary

Kolkata, August 14, 2019

NOTES

- The Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to special business set out in the Notice is annexed hereto.
- **Members entitled to attend and vote at the Annual General Meeting (AGM) may appoint a Proxy to attend and vote thereat instead of himself. Proxy need not be a Member of the Company. Proxy forms, duly completed and stamped, must be received at the Company's Registered Office situated at Four Mangoe Lane, Kolkata – 700001 at least forty-eight hours before the Meeting to be effective.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Members/Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
- Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution of the Company that authorizes such representative to attend and vote on their behalf at the meeting.

- The Company is providing the facility of remote electronic voting to the Members and the details are set out in the **Annexure** set herewith.
- The voting rights for the shares are one vote per equity share registered in the name of the shareholders/ beneficial owners as on cut-off date of September 19, 2019.

The company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 26, 2018 (date of last Annual General Meeting) on the website of the Company (www.mcnallybharat.com).

- The Members of the Company who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2012, and onwards as applicable, are requested to contact the Share Transfer Agent of the Company forthwith. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF in terms of Section 124 of the Companies Act, 2013 and the applicable Rules made thereunder.
- The facility for voting through ballot will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.
- The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2019 to September 26, 2019 (both days inclusive).
- Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of the Dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001.
- Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- **Compulsory Dematerialization of Securities as per Circular issued by SEBI**

It is hereby brought to the notice of all shareholders of the Company that Securities & Exchange Board of India (SEBI) has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019.

The shareholders who continue to hold shares and other types of securities of the Company in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form will be accepted by the listed companies / their RTAs.

- The Shareholders are requested to send directly all documents, transfer, demat requests and other communication in relation thereto to the Registrar at their following address:

M/s. Maheshwari Datamatics Private Limited
 Unit: McNally Bharat Engineering Co. Ltd.
 6 Mangoe Lane, 2nd Floor,
 Kolkata – 700001

Members may also note that the Annual Report of the Company for the Financial Year 2018-19 and the Notice of the AGM to be held on Thursday, September 26, 2018, will be available in the “Investors” section on the Company’s portal <http://www.mcnallybharat.com>

- Complete particulars of the venue of the meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members.
- The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be appointed / re-appointed is annexed.
- Members desiring any information as regards the Accounts or operations of the Company are requested to write to the Company at least seven days prior to the meeting so as to enable the Management to keep the information ready at the Meeting.

Statement Pursuant to Section 102 of the Companies Act, 2013 in Respect of Items of Special Business Set Out in the Notice Convening the Meeting:

Item No. 4

The Board of Directors of the Company ('the Board') at the meeting held on 14th August, 2019, on the recommendation of the Audit Committee, approved the appointment of M/s A. Bhattacharya & Associates, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, to conduct audit of Cost Records maintained by the Company in respect of products as applicable for the financial year 2019-20 at a remuneration of Rs. 2,00,000/- plus goods and service tax as applicable and reimbursement of out-of-pocket expenses at actual.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors needs ratification by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the Resolution.

The Board recommends the Resolution for your approval.

Information of the Directors, offering themselves for re-appointment, mentioned in Resolution No. 3 pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Mr. Aditya Khaitan (DIN: 00023788)

Mr. Aditya Khaitan hails from a renowned family of industrialists, having interest in diverse business activities. Mr. Khaitan has in-depth exposure to and involvement in steering diverse business and has gained considerable experience and expertise in management, production, marketing, corporate finance and other related areas of tea industry and also in the matter of restructuring, mergers, de-mergers and acquisitions of corporate entities.

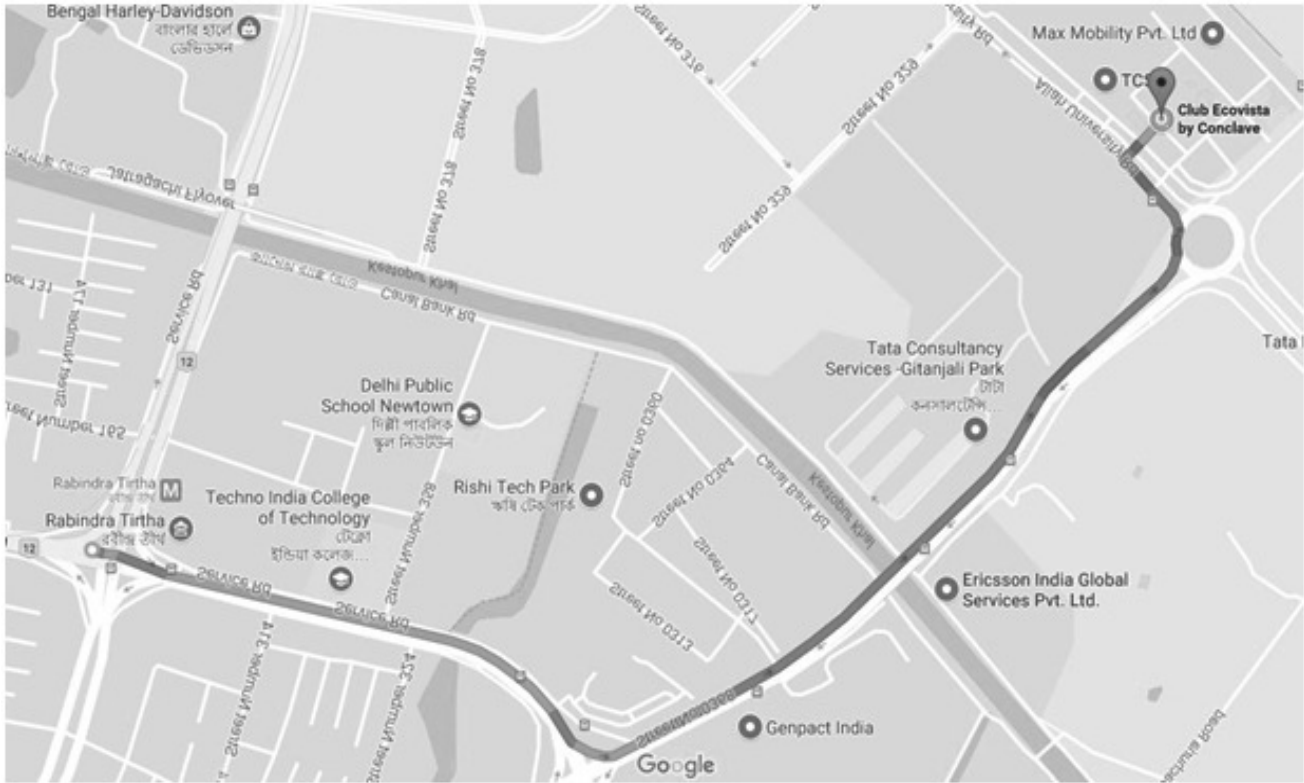
Mr. Aditya Khaitan is related to Mr. Amritanshu Khaitan, who resigned as a Non-Executive Director from the Board of Directors of the Company w.e.f. December 17, 2018. He is not related to any other member of the Board of Directors of the Company.

He currently holds no shares in the Company.

Names of Listed Company in which Mr. Aditya Khaitan is a Director:

1	Williamson Magor & Co. Ltd	Non-executive Non-independent Director
2	Williamson Financial Services Ltd.	Non-executive Non-independent Director
3	Eveready Industries India Ltd	Non-executive Non-independent Director
4	McLeod Russel India Ltd	Executive Director (MD) Member – Audit Committee
5	Kilburn Engineering Limited	Non-executive Non-independent Director
6	McNally Sayaji Engineering Limited	Non-executive Non-independent Director

Venue Location Map



Auditorium, Club Eco Vista, Eospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata: 700156

(Major landmarks: Rabindra Tirtha, Tata Medical Centre, Tata Consultancy Services– Geetanjali Park, Aliah University. Major bus stop – Eospace Business Park)

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

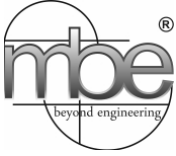
The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 23rd September, 2019 at 10:00 a.m. and ends on Wednesday, 25th September, 2019 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the CDSL's e-voting portal **www.evotingindia.com**.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for McNally Bharat Engineering Company Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Mr. Atul Kumar Labh, Practicing Company Secretary, (FCS – 4848 / CP – 3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



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E-mail: mbecal@mbecl.co.in | Website: http://www.mcnallybharat.com

PROXY FORM

(MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L45202WB1961PLC025181
Name of Company : **McNally Bharat Engineering Company Limited**
Registered Office : 4 Mangoe Lane, Kolkata- 700 001, West Bengal, India

Name of the Member(s) :
Registered Address :
E-mail Id :
DP / Client ID / Folio No.

I/We, being the member(s) of _____ Equity Shares of McNally Bharat Engineering Company Limited, hereby appoint:

1. Name : _____
Address: _____
E-mail Id : _____
Signature : _____

Or failing him,

2. Name : _____
Address: _____
E-mail Id : _____
Signature : _____

Or failing him,

3. Name : _____
Address: _____
E-mail Id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the company, to be held on Thursday, September 26, 2019, at 11:00 a.m at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata - 700 160 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Vote*	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 alongwith the Reports of Directors and Auditors thereon. (Ordinary Resolution)		
2.	Consideration of declaration of dividend on Non-convertible Redeemable Preference Shares for the financial year ended March 31, 2019. In view of accumulated losses, the Board of Directors of your Company is of the opinion that no dividend be rewarded to the Non-convertible Redeemable Preference Shareholders, though they are entitled to receive dividend at a fixed rate of 11.50% on the Non-convertible Redeemable Preference Shares of Rs. 100/- each. (Ordinary Resolution)		
3.	To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and, being eligible, offers himself for re-election. (Ordinary Resolution)		
SPECIAL BUSINESS			
4.	Approval of remuneration of M/s. A. Bhattacharya & Associates, Cost Accountants, the Cost Auditor of the Company for the financial year 2019-20. (Ordinary Resolution)		

Signed this _____ day of _____, 2019

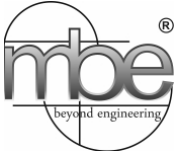
Signature of Shareholder:

Affix Revenue Stamp

Signature of Proxy holder(s):

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. * This is only optional. Please put a ✓ in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



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E-mail: mbecl@mbecl.co.in | Website: <http://www.mcnallybharat.com>

ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

Serial Number	
Registered Folio / DP ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of Shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Thursday, September 26, 2019, at 11:00 a.m at Auditorium, Club Eco Vista, Ecospace Business Park, Plot No: 2-F/11, New Town, Rajarhat, 24 Parganas (North), Kolkata - 700 160.

Name of Shareholder(s)/Proxy present
(IN BLOCK LETTERS)

Signature of Shareholder(s)/proxy present

Note :

Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue duly signed.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password
190830006		

Note:

1. Please refer to Annexure to Notice of 56th Annual General Meeting, dated August 14, 2019, being sent herewith, in respect of the instructions for voting through electronic means.
2. The voting period starts from 10:00 a.m. IST on Monday, September 23, 2019 and ends at 5:00 p.m. IST on Wednesday, September 25, 2019.

